

NEUSTAR INC
Form 4
March 03, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Foster Brian

(Last) (First) (Middle)

21575 RIDGETOP CIRCLE

(Street)

STERLING, CA 20166

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NEUSTAR INC [NSR]

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

SVP, Information Services

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 03/01/2017 | 03/01/2017 | M | | 5,895 | A | \$ 0 |
| | | | | | 32,534 | (1) | |
| Class A Common Stock | 03/01/2017 | 03/01/2017 | M | | 10,437 | A | \$ 0 |
| | | | | | 42,971 | (1) | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Performance Stock Units | \$ 0 | 03/01/2017 | 03/01/2017 | M | 5,895 (2) | (3) (4) | Class A Common Stock |
| Performance Stock Units | \$ 0 | 03/01/2017 | 03/01/2017 | M | 10,437 (5) | (6) (7)(8)(9)(10)(11) | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Foster Brian 21575 RIDGETOP CIRCLE STERLING, CA 20166 | | | SVP, Information Services | |

Signatures

/s/ Paul S. Lalljie, by Power of Attorney
03/03/2017

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes shares that are subject to performance-vested restricted unit agreements under the Amended and Restated NeuStar, Inc. 2009 Stock Incentive Plan.
The shares represent the second tranche of the performance-vested restricted stock units granted on August 19, 2015 and remain subject to vesting based on continued employment through March 1, 2018. Each performance stock unit represented a contingent right to receive a share of Class A Common Stock based on, and subject to, the achievement of certain revenue and adjusted net income goals set forth in the Performance-Vested Restricted Stock Unit Agreement. The number of shares of Class A Common Stock, together with the Dividend Equivalents (as defined in the NeuStar, Inc. 2009 Stock Incentive Plan) on such performance stock units, that the Reporting Person was entitled to receive ranged from 0% to 150% of the number of shares of performance stock units granted.
- (2) The shares are subject to vesting based on continued employment through March 1, 2018.
- (3) If the Reporting Person experiences a Termination (as defined in the Plan) other than "for cause" or "without good reason", these PVRsUs, and any other performance stock units earned by the Reporting Person as a result of the achievement of performance goals which have not yet vested as of the date of Termination but would have vested at any time during the twelve (12) months following such

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Termination, shall immediately vest, and any remaining portion of any unvested award shall be immediately forfeited.

The shares represent the first tranche of the performance-vested restricted stock units granted on April 8, 2016 and remain subject to vesting based on continued employment through March 1, 2019. Each performance stock unit represented a contingent right to receive a share of Class A Common Stock based on, and subject to, the achievement of certain revenue and adjusted net income goals set forth in the Performance-Vested Restricted Stock Unit Agreement. The number of shares of Class A Common Stock, together with the Dividend Equivalents (as defined in the NeuStar, Inc. 2009 Stock Incentive Plan) on such performance stock units, that the Reporting Person was entitled to receive ranged from 0% to 150% of the number of shares of performance stock units granted.

(5)

(6) The shares are subject to vesting based on continued employment through March 1, 2019.

Upon the Reporting Person's Termination (i) by the Company for Cause (as defined in the Plan) or (ii) by the Reporting Person (x) voluntarily and (y) other than due to the Reporting Person's Retirement (as defined in the Plan), any unvested PVRsUs shall immediately be forfeited without compensation.

(7)

Upon the Reporting Person's Termination (as defined by the Plan) by the Company without Cause (as defined by the Plan) (other than by reason of your death or Disability (as defined by the Plan)) any PVRsUs that have been earned but not yet vested that would have vested during the 12 months after the Reporting Person's Termination (as defined by the Plan) had the Reporting Person's employment with the Company not terminated shall immediately vest, and the remaining portion of the PVRsUs not yet vested shall be immediately forfeited and automatically cancelled without compensation.

(8)

Upon the Reporting Person's Termination (as defined in the Plan) by reason of the Reporting Person's death or Disability (i) prior to December 31, 2018, a pro-rata portion, determined based on days employed during the three one-year Performance Periods, of (A) any PVRsUs for any completed Performance Period(s) that have been earned but not yet vested, and (B) any PVRsUs for any Performance Period(s) that have not been completed on or prior to such Termination that would have been payable had the Target level of performance been achieved, shall immediately vest; or (ii) on or after December 31, 2018, any PVRsUs that have been earned but not yet vested shall immediately vest (without pro-ration).

(9)

In the event of a Termination (as defined in the Plan) due to Retirement (as defined in the Plan) (i) any PVRsUs that have been earned but not yet vested shall immediately vest, and (ii) any unvested PVRsUs that have not been earned as of the date of Termination with respect to the Performance Period (as defined in the Plan) in which Termination (as defined in the Plan) takes place will vest per the formula described in the Plan after the close of the Performance Period (as defined in the Plan) in which such Termination (as defined in the Plan) takes place as Awards are settled following certification of performance by the Committee (as defined in the Plan).

(10)

Following the occurrence of a Change in Control (as defined in the Plan) following which any portion issued remains unvested, upon your Termination (as defined in the Plan) (i) by reason of death or Disability (as defined in the Plan), (ii) by the Company without Cause (as defined by the Plan), (iii) by you with Good Reason (as defined by the Plan), in each case, within two (2) years after such Change in Control (as defined by the Plan), such PVRsUs shall immediately vest in full upon such Termination (as defined by the Plan).

(11)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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